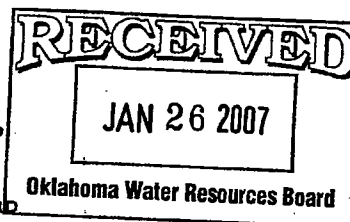


**KUTAK ROCK LLP**  
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6306 WATERFORD BOULEVARD  
OKLAHOMA CITY, OKLAHOMA 73118-1116

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January 29, 2007



ATLANTA  
CHICAGO  
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DES MOINES  
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LOS ANGELES  
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PASADENA  
RICHMOND  
SCOTTSDALE  
WASHINGTON  
WICHITA

Mr. Joe Freeman,  
Chief, Financial Assistance Division  
Oklahoma Water Resources Board  
3800 N. Classen Blvd.  
Oklahoma City, OK 73118

Re: January 12, 2007, Request for Proposals for Bond Counsel Services  
State Loan Program – FAP Bond Counsel Proposal

Dear Mr. Freeman:

Thank you for including Kutak Rock LLP in the list of law firms solicited to submit responses to your January 12, 2007, Request for Proposals for Bond Counsel Services. I have attached our response and hope it will be favorably received by the Board. I also want to express our very definite interest in participating in the financing by serving as counsel to the underwriters and, if deemed appropriate by the Board and its Bond Counsel, as special tax counsel, should we not be selected to serve as bond counsel.

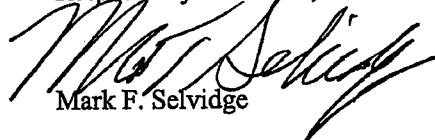
I am convinced that Kutak Rock has unique qualifications that the Board should consider in its selection process:

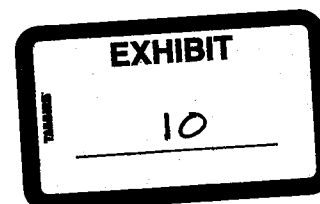
- Kutak Rock is the only national public finance law firm having an office in Oklahoma.
- Kutak Rock is the only public finance law firm having an office in Oklahoma with a nationally recognized public finance tax department.
- Kutak Rock has extensive experience with tax-exempt financing of state revolving fund programs and served as underwriter counsel in connection with the Board's 2001 CWSRF and DWSRF Note issues, as underwriter counsel and special tax counsel in connection with the Board's 2004 SRF bond issue, and as underwriter counsel in connection with the Board's 2005 FAP bond issue.
- Kutak Rock has extensive Oklahoma tax-exempt bond issue experience. I have 34 years Oklahoma municipal bond experience.
- Kutak Rock does not serve as bond counsel to local government issuers in Oklahoma and accordingly would expect no potential conflicts of interest in the Board's program financings.
- Kutak Rock offers all of the efficiencies and conveniences of local availability and support.

I appreciate this opportunity to respond to the Request for Proposals and hope that the Board will consider approving Kutak Rock to serve as bond counsel or in some other capacity in connection with the proposed financing. If you have any questions, please do not hesitate to contact me.

Thank you for your consideration.

Respectfully submitted,

  
Mark F. Selvidge



**FAP BOND COUNSEL PROPOSAL**

of  
**KUTAK ROCK LLP**

In Response To

**REQUEST FOR PROPOSAL**

**TO PROVIDE**

**BOND COUNSEL SERVICES RELATING TO ISSUANCE OF  
STATE LOAN PROGRAM REVENUE BONDS**

**FOR**

**OKLAHOMA WATER RESOURCES BOARD**

**ISSUED BY:**

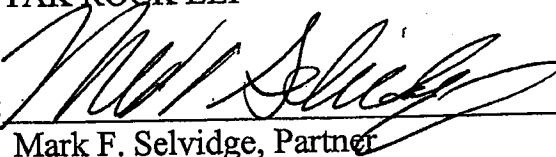
**OKLAHOMA WATER RESOURCES BOARD**

**January 12, 2007**

Proposal submitted January 29, 2007

**KUTAK ROCK LLP**

By:



**Mark F. Selvidge, Partner**

**FAP BOND COUNSEL PROPOSAL  
OF  
KUTAK ROCK LLP**

**A. Bond Counsel Experience:**

- 1) Indicate the attorney(s) to be assigned to the OWRB financing and include resumes. Include resumes of only those attorneys who will have substantive and ongoing role in providing bond counsel services for the OWRB's proposed issues. Discuss each attorney's responsibilities and provide references. Discuss your firm's experience of the assigned attorney(s) with pooled revenue and revenue bond financing, as follows:
  - a) Identify the number and dollar volume of new money revenue bond issues (issues providing permanent financing) for which your firm has served as bond counsel since January 1, 2001.
  - b) Identify the number and dollar volume of pooled revenue bond issues for which your firm has served as bond counsel since January 1, 2001.
  - c) Identify the number and dollar volume of Oklahoma state and local revenue bond issues for which your firm has served as bond counsel since January 1, 2001.
- 2) Provide three issuer references, including names and telephone numbers. These references should be for transactions completed by the attorney designated as the lead for the OWRB's proposed financing.

**Kutak Rock LLP** conducts a national law practice with more than 350 Kutak Rock lawyers practicing in offices in Atlanta, Chicago, Denver, Des Moines, Fayetteville, Irvine, Kansas City, Little Rock, Los Angeles, Oklahoma City, Omaha, Pasadena, Richmond, Scottsdale, Washington, D.C., and Wichita. Kutak Rock's Oklahoma City office, located at Suite 475, 6305 Waterford Boulevard, would serve as the base for the firm's bond counsel representation of OWRB. **Mark F. Selvidge**, the firm's resident partner in Oklahoma City, would serve as the lead attorney for the engagement and act as the principal contact person for OWRB. He would represent the firm at meetings and would make the primary decisions with regard to structuring and consummating this financing. In addition, the firm proposes that **Larry L. Carlile**, a public finance tax partner in the firm's Denver office, support Mr. Selvidge by assisting in the tax analysis and the preparation of necessary tax documents and opinions. Brief résumés of these lawyers follow.

**Mark F. Selvidge** is a partner resident in Kutak Rock's Oklahoma City office who has concentrated his practice on public finance transactions throughout his 34-year career. Mr. Selvidge has been a partner with Kutak Rock since March 1989. A third-generation Oklahoma from Ardmore, he earned his B.A. in 1968 and his J.D. in December 1972 from the University of Oklahoma (Editor, Oklahoma Law Review; Order of the Coif) and has practiced public finance law in Oklahoma City since his admission to practice in April 1973. He is a Member of the National Association of Bond Lawyers and a Fellow of the American College of Bond Counsel. He serves as Chairman of the firm's Public Finance Engagements Committee and as a Member of the Public Finance Tax Department. He serves as the firm's lead attorney in its representation of the Oklahoma Student Loan Authority and the Oklahoma Housing Finance Agency and has participated in numerous financings by or for the benefit of OWRB, The Oklahoma Development Finance Authority, the Oklahoma Industries Authority, the Tulsa Industrial Authority, the Oklahoma Capitol Improvement Authority, the Oklahoma Municipal Power Authority, the Oklahoma Department of Transportation, the Kansas Department of Transportation, the Kansas Turnpike

Authority, the Oklahoma City Water Utilities Trust, the Oklahoma City Airport Trust, the Central Oklahoma Transportation and Parking Authority, the University of Oklahoma, Oklahoma State University and the Oklahoma State Regents for Higher Education.

**Larry L. Carlile**, a partner in the firm's Denver office, concentrates his practice in Section 103 tax issues and has particular expertise in matters related to arbitrage and refundings. Mr. Carlile has many years' experience in computer-based financial analysis and the legal structuring of numerous types of public financings and has been responsible for the tax analysis and tax documentation involved in numerous Oklahoma financing transactions, including those of the Oklahoma Housing Finance Agency, the Oklahoma Student Loan Authority and OWRB. He has also been an active participant in numerous seminars and lecture programs in public finance and tax. Mr. Carlile is the former Chairman of the Task Force on Arbitrage Rebate Rules for the Tax Exempt Financing Committee of the ABA Section of Taxation and a past Chairman of the Arbitrage/Tax Seminar of the National Association of Bond Lawyers. He received a B.S. degree, with highest honors, from the University of Kansas in 1970 and a J.D. in 1975 from the University of Chicago.

**Bond Counsel Experience.** Kutak Rock has served as bond counsel in all 50 states, the District of Columbia, the Virgin Islands and Puerto Rico. The firm has been listed among the most active bond counsel firms in the nation in annual industry rankings since such statistics were first made available. Cumulatively, for the years 2001-2006 Kutak Rock has served as bond counsel in more than 1,240 revenue long-term municipal new issues, totaling more than \$44.5 billion in the aggregate.

**Revenue Long-Term Municipal New Issues  
in Which Kutak Rock LLP Has Served as Bond Counsel**

<b>Year</b>	<b>Number of Issues</b>	<b>Principal Amount</b>
2001	196	\$ 5,117,300,000
2002	215	7,098,600,000
2003	199	7,870,300,000
2004	226	8,678,700,000
2005	227	9,079,800,000
2006	<u>181</u>	<u>6,678,695,000</u>
<b>Total</b>	<b>1,244</b>	<b>\$44,523,395,000</b>

In addition, Kutak Rock has acted as underwriter's counsel for every major national and most regional investment banking firms. For 2006, Thomson Financial listed Kutak Rock as the sixth-ranked (in dollar volume) and first-ranked (in number of issues) underwriter counsel in the nation, acknowledging that the firm served as underwriter counsel in 210 long-term municipal new issues aggregating more than \$9.1 billion. Cumulatively, from 1992 through 2006, Thomson Financial's statistics show that the firm served as underwriter's counsel in more financings than any other firm.

**Pooled Revenue Bond Experience.** Cumulatively, for the years 2001-2006 Kutak Rock has served as bond counsel in 30 pooled revenue bond issues, totaling more than \$4.4 billion in the aggregate.

**Pooled Revenue Bonds (2001-2006) in Which  
Kutak Rock LLP Has Served as Bond Counsel**

	<b>Number of Issues</b>	<b>Principal Amount</b>
Pooled (Various)	10	\$ 777,334,000
Educational TRAns	12	3,612,704,000
State-Revolver	<u>8</u>	<u>11,960,000</u>
<b>Total</b>	<b>30</b>	<b>\$4,401,998,000</b>

Kutak Rock has acted as bond counsel, special tax counsel or underwriter counsel in approximately 50 state revolving fund issues described in Exhibit A, including certain prior financings of OWRB in which Mr. Selvidge and Mr. Carlile participated. In addition, Mr. Selvidge has been involved in each of the 16 pooled financings provided to date by The Oklahoma Development Authority for the Master Lease Program established by the Oklahoma State Regents for Higher Education for all Oklahoma public colleges and universities and both Mr. Selvidge and Mr. Carlile have been involved in more than 50 single family mortgage revenue bond program financings of the Oklahoma Housing Finance Agency and all student loan revenue bond program financings of the Oklahoma Student Loan Authority since 1993. Kutak Rock did not participate in any of the blind pool revenue bond issues receiving significant national adverse publicity as a result of IRS examinations, including several of such bond issues in Oklahoma.

**Oklahoma State and Local Bond Counsel Experience.** Mr. Selvidge has concentrated Kutak Rock's Oklahoma public finance practice in representing underwriters, providing bond counsel services to a limited number of state agencies and providing special tax counsel services to local bond counsel firms and certain issuers. Kutak Rock does not serve as bond counsel to local government issuers in Oklahoma, thus avoiding any actual or perceived conflicts of interest that might arise between representing OWRB as the issuer of program bond issues and the lender of the proceeds thereof to local government issuers. As referenced above, Kutak Rock does serve as bond counsel for the Oklahoma Student Loan Authority and as special tax counsel and disclosure counsel for the Oklahoma Housing Finance Agency and from time to time does act as bond counsel in Oklahoma conduit issuer financings for certain Section 501(c)(3) healthcare or educational organizations. Kutak Rock enjoys good working relationships with all Oklahoma bond counsel and investment banking and financial advisory firms.

**Issuer References.** Oklahoma references for Mark F. Selvidge include:

Mr. Dennis Shockley,  
Executive Director  
Oklahoma Housing Finance Agency  
100 N.W. 63rd Street, Suite 200  
Oklahoma City, OK 73116  
Telephone: (405) 419-8276

Mr. James T. Farha,  
President  
Oklahoma Student Loan Authority  
525 Central Park Drive, Suite 600  
Oklahoma City, OK 73105-1706  
Telephone: (405) 556-9278

Mr. John H. Harris,  
Senior Vice President  
The Oklahoma Development Finance Authority  
5900 N. Classen Court  
Oklahoma City, OK 73118-5923  
Telephone: (405) 842-1145

**B. General Information:**

1. Provide a brief history and description of your firm.
2. Do you feel that a special separate tax counsel will be necessary and beneficial on the transaction (please state your rationale)? If a tax counsel is used the OWRB reserves the right to select the firm.
3. Has your firm ever been involved as a defendant in any action contesting performance?
4. Is there any pending investigation or litigation regarding the conduct of your firm, the firm's management, or employees? Have there ever been any such investigations in the past five years? Describe the resolution of all such investigations, including detailed information regarding any actions taken against your firm or any of its employees.

Kutak Rock LLP was established in Omaha, Nebraska, in 1965. The firm conducts a multidisciplinary practice of law throughout the United States and abroad. More than 350 Kutak Rock lawyers practice in offices in Atlanta, Chicago, Denver, Des Moines, Fayetteville, Irvine, Kansas City, Little Rock, Los Angeles, Oklahoma City, Omaha, Pasadena, Richmond, Scottsdale, Washington, D.C., and Wichita. General information regarding Kutak Rock LLP is available on its web site at [www.kutakrock.com](http://www.kutakrock.com).

Kutak Rock's Public Finance Department, consisting of approximately 100 lawyers who devote substantially all or a major part of their practice to public finance, is organized on a national level to coordinate delivery of the best expertise to individual clients and to ensure that the firm's professional standards are maintained firmwide. Kutak Rock serves as bond counsel, special tax counsel, issuer's counsel, disclosure counsel, underwriter's counsel, placement agent's counsel, counsel to municipal bond insurance companies and liquidity providers and counsel to borrowers in conduit financings.

OWRB will not need to consider the employment of a separate special tax counsel if Kutak Rock is selected to serve as its Bond Counsel. In fact, Kutak Rock is engaged routinely by Oklahoma issuers and/or their bond counsel to perform special tax counsel services and render special tax counsel opinions in situations involving complex tax issues. Kutak Rock has had the privilege of providing special tax counsel services to OWRB in connection with its Series 2004 and Series 2001 SRF bond issues. The Public Finance Tax Department of Kutak Rock, consisting of 11 attorneys, is one of the largest and most respected in the nation. Its members frequently are panelists and instructors at the National Association of Bond Lawyers Workshops and other seminars sponsored by the American Bar Association and the Practising Law Institute. Kutak Rock has an active "tax controversy" practice in which it represents issuers in connection with IRS examinations of bond issues.

Within the past five years there have been no inquiries, investigations, legal actions or litigation involving allegations or claims against Mark F. Selvidge or Larry L. Carlile, the proposed attorneys for the engagement with OWRB. Like virtually every other national law firm providing legal services, Kutak Rock occasionally is included as a defendant in professional liability claims. In addition, occasionally Kutak Rock becomes the subject of an inquiry by an oversight body regarding the professional performance of firm attorneys. No judgment has ever been entered against Kutak Rock in a lawsuit involving a public financing or in any other type of claim. We do not believe any pending matter would have a materially adverse effect on the firm's ability to provide professional legal services to OWRB. If retained, we will, at your request, provide additional information regarding any pending matter.



**C. Fees:**

Bond counsel fee and expenses will be contingent upon the successful completion and delivery of the proposed bond issue and will be subject to negotiation and approval by the Oklahoma State Bond Advisor. If the fees and expenses equal or exceed \$20,000.00, such total cost will also be subject to the approval of the Attorney General. Fees are subject to the schedule of fees for your firm approved by the Attorney General pursuant to 74 O.S. 2001, Section 20i(B).

Fees and expenses are to be submitted as a fixed, not-to-exceed amount of the entire transaction, and should be provided in the format shown on the attached Schedule One "Estimated Fee and Expense Schedule". The OWRB will reimburse approved expenses upon substantiation of actual incurrence.

**FAP LOAN PROGRAM BOND ISSUE  
ESTIMATED FEE AND EXPENSE SCHEDULE**

BOND COUNSEL FEE <sup>1</sup>	\$ <u>30,000</u>
FEE PER TERM RATE CONVERSION	\$ <u>7,500</u>
EXPENSES:	
Travel <sup>2</sup>	\$ <u>0</u>
Copying/Distribution <sup>3</sup>	\$ <u>1,500</u>
Other Expenses <sup>4</sup> (Transcript Binding)	\$ <u>800</u>
TOTAL EXPENSES†	\$ <u>2,300</u>

<sup>1</sup>Assuming an issuance of not to exceed \$20 million.

<sup>2</sup>All out of state travel must be approved in advance and in writing by the OWRB. It is estimated that no more than two (2) on-sight meetings will be held (including closing).

<sup>3</sup>Do not include POS/OS printing costs.

<sup>4</sup>Itemize "OTHER" expense.

†No travel expenses are included because Kutak Rock's Oklahoma City office is located approximately one mile from OWRB offices. Kutak Rock will not charge for long-distance telephone and anticipates that all documentation will be distributed electronically. OWRB can limit expenses related to transcript preparation by specifying ring binder rather than traditional hard bound books. Quoted expenses do not include any taxes, fees or charges that could be associated with recording, filing or registration of any documents.

**D. Approval by Attorney General**

1. Are you and/or your firm included on the list of approved attorneys maintained by the Attorney General pursuant to 74 O.S. 2001, Section 20i?

**YES**

2. If not, will you seek to get onto the list by filing a schedule of fees for services on the form approved and provided by the Attorney General?

**N/A**

3. If selected, a copy of your proposed contract for services as bond counsel and the information required by 74 O.S. 2001, Section 20i(C) must be furnished to the Attorney General. Will you assist the Board in complying with these requirements?

**YES**



- E. **PLEASE SIGN AND RETURN THE ATTACHED CERTIFICATE OF INDEPENDENT PRICE DETERMINATION AND CERTIFICATE OF NO CONFLICTING RELATIONSHIPS. THE CERTIFICATES MUST BE RETURNED FOR THE PROPOSAL TO BE ACCEPTED.**

Please see attached.

**EXHIBIT A****STATE REVOLVING FUND FINANCING**

Shortly after the enactment of the 1987 Water Quality Act and the addition of Title VI to the Clean Water Act of 1972, Kutak Rock LLP, in association with one of its underwriting clients, participated in the development of programs to provide tax-exempt financing for funding of state revolving funds ("SRF"). These programs provide financing both to fund the states' local match and to leverage the federal capitalization grants. An early issue in the financing of the SRF program resulted from the federal government's decision to provide a federal capitalization grant (through a letter of credit mechanism, since replaced by automated clearinghouse funding) in lieu of cash for the program. The issue presented was whether such a federal letter of credit would cause bonds secured by the program to be "federally guaranteed" and, therefore, eliminate the tax exemption. Kutak Rock LLP requested and received a private letter ruling from the IRS determining that use of the federal letter of credit would not cause the bonds to be taxable.

Since that time, Kutak Rock has provided services in approximately 50 SRF financings in Arkansas (underwriter's counsel), Colorado (underwriter's counsel), Florida—the initial leveraged program (disclosure counsel), Kansas (disclosure and issuer's counsel), Kentucky (underwriter's counsel), Nebraska (bond counsel), Nevada (disclosure counsel), Oklahoma (underwriter's counsel and special tax counsel) and South Dakota (bond counsel). Several of the programs for which the firm has provided counsel make provision for the issuance of leveraged, as well as state match, bonds.

Set forth below is a substantially complete list of the SRF bond issues in which Kutak Rock has participated as bond counsel and/or underwriter's counsel.

**Arkansas**

\$35,855,000 Arkansas Development Finance Authority Wastewater System Revolving Loan Fund Revenue Bonds, 2004 Refunding Series A (firm's role: underwriter's counsel)

\$38,120,000 Arkansas Development Finance Authority Wastewater System Revolving Loan Fund Revenue Bonds, 2001 Refunding Series A (firm's role: underwriter's counsel)

\$19,845,000 Arkansas Development Finance Authority Wastewater System Revolving Loan Fund Revenue Bonds, 1999 Series A (firm's role: underwriter's counsel)

\$15,170,000 Arkansas Development Finance Authority Wastewater System Revolving Loan Fund Revenue Bonds, 1995 Series A (firm's role: underwriter's counsel)

\$15,755,000 Arkansas Development Finance Authority Wastewater System Revolving Loan Fund Revenue Bonds, Series 1993 A (firm's role: underwriter's counsel)

\$54,285,000 Arkansas Development Finance Authority Wastewater System Revolving Loan Fund Revenue Bonds, Series 1993 B (firm's role: underwriter's counsel)

\$15,520,000 Arkansas Development Finance Authority Wastewater System Revolving Loan Fund Revenue Bonds, 1992 Series A (firm's role: underwriter's counsel)

\$37,930,000 Arkansas Development Finance Authority Wastewater System Revolving Loan Fund Revenue Bonds, 1991 Series A (firm's role: underwriter's counsel)

## **Colorado**

\$24,525,000 Colorado Water Resources and Power Development Authority Clean Water Revenue Bonds, 1995 Series A (firm's role: underwriter's counsel)

\$22,510,000 Colorado Water Resources and Power Development Authority Clean Water Revenue Bonds, Series 1994 A (firm's role: underwriter's counsel)

\$25,785,000 Colorado Water Resources and Power Development Authority Clean Water Revenue Bonds, Series 1992 B (firm's role: underwriter's counsel)

\$15,200,000 Colorado Water Resources and Power Development Authority Clean Water Revenue Bonds, Series 1992 A (firm's role: underwriter's counsel)

## **Kansas**

\$101,575,000 Kansas Development Finance Authority Kansas Water Pollution Control Revolving Fund Revenue Bonds, 2002 Series II (Leveraged Bonds) (firm's role: underwriter's counsel)

\$6,640,000 Kansas Development Finance Authority Revolving Loan Fund Revenue Bonds (State Match Bonds), Series 2000-1, and \$46,860,000 Kansas Development Finance Authority Revolving Loan Fund Revenue Bonds (Leveraged Bonds), Series 2000-2 (firm's role: underwriter's counsel)

\$5,440,000 Kansas Development Finance Authority Kansas Water Pollution Control Revolving Fund Revenue Bonds (State Match Bonds), 2000 Series I, and \$77,475,000 Kansas Development Finance Authority Kansas Water Pollution Control Revolving Fund Revenue Bonds (Leveraged Bonds), 2000 Series II (firm's role: underwriter's counsel)

\$2,930,000 Kansas Development Finance Authority/Kansas Public Water Supply Revolving Loan Fund Revenue Bonds (State Match Bonds), 1997 Series 1, and \$42,490,000 Kansas Development Finance Authority/Kansas Public Water Supply Revolving Loan Fund Revenue Bonds (Leveraged Bonds), 1997 Series 2 (firm's role: underwriter's counsel)

## **Kentucky**

\$16,875,000 Composite Issue Kentucky Infrastructure Authority Revenue Refunding Bonds, 2002 Series (firm's role: underwriter's counsel), consisting of:

- o \$11,770,000 Wastewater Revolving Fund Program Revenue Refunding Bonds, 2002 Series H
- o \$275,000 Infrastructure Revolving Fund Program Revenue Refunding Bonds, 2002 Series N
- o \$290,000 Infrastructure Revolving Fund Program Revenue Refunding Bonds, 2002 Series OT
- o \$3,865,000 Infrastructure Revolving Fund Program Revenue Refunding Bonds, 2002 Series O (AMT)
- o \$675,000 Solid Waste Revolving Fund Program Revenue Refunding Bonds, 2002 Series F

\$68,020,000 Composite Issue Kentucky Infrastructure Authority Revenue Bonds, 2001 Series (firm's role: underwriter's counsel), consisting of:

- o \$49,160,000 2020 Water Service Revolving Fund Program Revenue Bonds, 2001 Series A

- o \$6,420,000 Drinking Water Revolving Fund Program Revenue Bonds, 2001 Series B
- o \$12,440,000 Wastewater Revolving Fund Program Revenue Bonds, 2001 Series G

\$4,765,000 Kentucky Infrastructure Authority Revenue Bonds (Infrastructure Revolving Fund Program), 1991 Series C (firm's role: underwriter's counsel)

\$3,160,000 Kentucky Infrastructure Authority Revenue Bonds (Infrastructure Revolving Fund Program), 1991 Series D (firm's role: underwriter's counsel)

\$5,420,000 Kentucky Infrastructure Authority Revenue Bonds (Infrastructure Revolving Fund Program), 1989 Series A (firm's role: underwriter's counsel)

\$4,135,000 Kentucky Infrastructure Authority Revenue Bonds (Infrastructure Revolving Fund Program), 1989 Series B (firm's role: underwriter's counsel)

\$6,815,000 Kentucky Infrastructure Authority Revenue Bonds (Wastewater Revolving Fund Program), 1989 Series A (firm's role: underwriter's counsel)

#### Nebraska

\$1,920,000 Nebraska Investment Finance Authority Drinking Water State Revolving Fund Revenue Bonds, Series 2006A (firm's roles: bond counsel, issuer's counsel)

\$710,000 Nebraska Investment Finance Authority Clean Water State Revolving Fund Bonds, Series 2006B (firm's roles: bond counsel, issuer's counsel)

\$1,920,000 Nebraska Investment Finance Authority Drinking Water State Revolving Fund Revenue Bonds, Series 2005A (firm's roles: bond counsel, issuer's counsel)

\$875,000 Nebraska Investment Finance Authority Clean Water State Revolving Fund Bonds, Series 2005B (firm's roles: bond counsel, issuer's counsel)

\$1,890,000 Nebraska Investment Finance Authority Drinking Water State Revolving Fund Revenue Bonds, Series 2004A (firm's roles: bond counsel, issuer's counsel)

\$1,125,000 Nebraska Investment Finance Authority Clean Water State Revolving Fund Bonds, Series 2004B (firm's roles: bond counsel, issuer's counsel)

\$1,700,000 Nebraska Investment Finance Authority Drinking Water State Revolving Fund Revenue Bonds, Series 2003A (firm's role: bond counsel)

\$1,250,000 Nebraska Investment Finance Authority Clean Water State Revolving Fund Bonds, Series 2002C (firm's role: bond counsel)

\$2,000,000 Nebraska Investment Finance Authority Drinking Water State Revolving Fund Revenue Bonds, Series 2002A (firm's role: bond counsel)

\$1,090,000 Nebraska Investment Finance Authority Clean Water State Revolving Fund Bond, Series 2002B (firm's role: bond counsel)

\$1,090,000 Nebraska Investment Finance Authority Clean Water State Revolving Fund Bond, Series 2001B (firm's role: bond counsel)

\$1,815,000 Nebraska Investment Finance Authority Drinking Water State Revolving Fund Revenue Bonds, Series 2001A (firm's roles: bond counsel, issuer's counsel)

\$1,095,000 Nebraska Investment Finance Authority Clean Water State Revolving Fund Bonds, Series 2000 B (firm's roles: bond counsel, issuer's counsel)

\$5,530,000 Nebraska Investment Finance Authority State Revolving Fund Revenue Bonds (Drinking Water State Revolving Fund), Series 2000A (firm's roles: bond counsel, issuer's counsel)

\$2,000,000 Nebraska Investment Finance Authority General Obligation Bonds, 1999 Series G.O.-7 (initial funding for drinking water state revolving fund) (firm's role: bond counsel)

\$2,445,000 Nebraska Investment Finance Authority State Revolving Fund Revenue Bonds, Series 1998 (firm's roles: bond counsel, issuer's counsel)

\$2,485,000 Nebraska Investment Finance Authority State Revolving Fund Revenue Bonds, Series 1996 (firm's role: bond counsel)

\$3,605,000 Nebraska Investment Finance Authority State Revolving Fund Revenue Bonds, Series 1994 (firm's role: bond counsel)

\$2,340,000 Nebraska Investment Finance Authority State Revolving Fund Revenue Bonds, Series 1993 (firm's role: bond counsel)

\$3,680,000 Nebraska Investment Finance Authority State Revolving Fund Revenue Bonds, Series 1991 (firm's role: bond counsel)

#### **Oklahoma**

\$204,480,000 Oklahoma Water Resources Board Revolving Fund Revenue Bonds, Series 2004 (Master Trust) (firm's roles: underwriter's counsel, special tax counsel)

\$28,890,000 Oklahoma Water Resources Board Clean Water State Revolving Fund Revenue Bonds, Series 2001 (firm's roles: underwriter's counsel, special tax counsel)

\$4,480,000 Oklahoma Water Resources Board Drinking Water State Revolving Fund Revenue Notes, Series 2001 (firm's role: underwriter's counsel)

#### **South Dakota**

\$4,180,000 South Dakota Conservancy District Water Pollution Control Revenue Bonds (State Revolving Fund), Series 1992 (firm's role: bond counsel)

\$5,785,000 South Dakota Conservancy District Water Pollution Control Revenue Bonds (State Revolving Fund), Series 1989 (firm's role: bond counsel)

Request for Proposals  
FAP Bond Counsel  
January 12, 2007

ATTACHMENT I

OKLAHOMA WATER RESOURCES BOARD  
- Certificate of Independent Price Determination -

By submission of this proposal, the respondent certifies that in connection with this procurement:

- (1) Prior to the date established herein as the deadline for proposal submission, the prices which have been quoted in this proposal have not been knowingly disclosed by the respondent, directly or indirectly, to any other respondent or to any competitor; and
- (2) No attempt has been made or will be made by the respondent to induce any other person or firm to submit or not submit a proposal for the purpose of restricting competition.

Each person signing this proposal certifies that:

- (1) He/she is the person in the respondent's firm responsible within that organization for the decision as to the prices being offered herein and that he/she has not participated, and will not participate, in any action contrary to the restrictions cited above; or
- (2) He/she is not the person in the respondent's firm responsible within that organization for the decision as to the prices being offered herein, but that he/she has been authorized in writing to act as agent for the persons responsible for such decision in certifying that such persons have not participated, and will not participate, in any action contrary to the restrictions cited above and as their agent does hereby so certify; and he/she has not participated, and will not participate, in any action contrary to the restrictions cited above.

DATE: 1/29/07

SIGNATURE: 

SIGNATURE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

Request for Proposals  
FAP Bond Counsel  
January 12, 2007

ATTACHMENT II

OKLAHOMA WATER RESOURCES BOARD  
- Certificate of No Conflicting Relationships -

The undersigned hereby certifies that:

- (1) He/she is an officer of the respondent, authorized to commit the respondent to all terms and conditions outlined in this proposal;
- (2) No conflict of interest exists, or is likely to exist, between the respondent and the procuring agency;
- (3) No relationship exists between the respondent and the procuring agency or any of its employees that would in any way interfere with fair competition in the selection process;
- (4) There is no relationship, contractual or otherwise, between the respondent and any other individual, firm or organization that may be a party to the contract that may be a conflict of interest or would in any way interfere with the respondent's ability to perform the duties described in the Request for Proposals;
- (5) Except as described in its proposal, the respondent will not receive any compensation, directly or indirectly, in connection with the proposed offering without the prior written approval of the Issuer and the State Bond Advisor; and
- (6) The respondent will neither make, nor cause to be made, any payment to a third party in connection with the proposed offering, or the investment of the proceeds of the proposed offering, without the prior written approval of the Issuer and the State Bond Advisor.

DATE: 1/29/07

SIGNATURE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_